

EXHIBIT C

Leonard Barrack (LB-0355)
Gerald J. Rodos (GR-0374)
Jeffrey W. Golan (JG-8892)
BARRACK, RODOS & BACINE
3300 Two Commerce Square
2001 Market Street
Philadelphia, PA 19103
(215) 963-0600

Robert A. Hoffman (RH-7317)
Samuel R. Simon (SS-8761)
BARRACK, RODOS & BACINE
14 Kings Highway West
Haddonfield, NJ 08033
(609) 354-0707

Max W. Berger (MB-5010)
Daniel L. Berger (DB-7748)
Jeffrey N. Leibell (JL-1356)
Gerald H. Silk (GS-4565)
**BERNSTEIN LITOWITZ BERGER &
GROSSMANN LLP**
1285 Avenue of the Americas
New York, NY 10019
(212) 554-1400

AT 8:30
WILLIAM T. WALKER
CLERK

Seth R. Lesser (SL-5560)
**BERNSTEIN LITOWITZ BERGER &
GROSSMANN LLP**
A New York Limited Liability Partnership
2050 Center Avenue, Suite 200
Fort Lee, NJ 07024
(201) 947-8221

**Lead Counsel for Purchasers and Acquirers of All Cendant Corporation and
CUC International, Inc. Publicly Traded Securities Except PRIDES**

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY

-----X
In re: Master File No.
98-1664 (WHW)
CENDANT CORPORATION
LITIGATION
JURY TRIAL DEMANDED
-----X

**AMENDED AND CONSOLIDATED CLASS ACTION COMPLAINT
ON BEHALF OF PURCHASERS AND ACQUIRERS OF ALL
CENDANT CORPORATION AND CUC INTERNATIONAL, INC.
PUBLICLY TRADED SECURITIES EXCEPT PRIDES**

Plaintiffs, individually and on behalf of all others similarly situated, by their attorneys, allege the following upon knowledge, with respect to their own acts, and upon other facts obtained through an extensive investigation conducted by their counsel, which included, among other things, reviews

Schedule A

**LEAD PLAINTIFFS'
CUC AND CENDANT PURCHASES AND ACQUISITIONS**

FUND TOTALS

Fund	Shares	Amount in \$
California Public Employees' Retirement System	3,728,290.25	107,083,084.07
New York State Common Retirement Fund	3,756,687.94	103,977,410.75
New York City Pension Funds	4,313,383.09	131,967,090.23
Board of Education Retirement System	115,955.80	3,459,974.38
Teachers' Retirement System	691,754.89	21,762,867.56
New York City Employees' Retirement System	1,675,275.85	50,939,927.09
Police Department Pension Fund	1,171,750.72	36,445,247.59
Police Officers' Variable Supplements Fund	34,204.26	1,032,489.64
Police Superior Officers' Variable Supplements Fund	42,861.62	1,260,298.74
Fire Department Pension Fund	507,667.41	15,352,505.99
Firefighters' Variable Supplements Fund	42,062.93	1,333,167.52
Fire Officers' Variable Supplements Fund	31,849.61	380,611.72

FUND DETAIL

CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM

(Amounts in Bold Represent HFS Exchange)

Date	Shares	Price	Amount in \$
5/13/96	28,000.00	36.1010	1,012,508.00
5/31/96	80,000.00	39.9210	2,957,680.00
6/27/96	13,000.00	36.5000	475,280.00
7/02/96	32,000.00	36.7600	1,178,240.00
7/18/96	15,000.00	34.0000	510,450.00
7/25/96	156,310.00	19.2025	3,001,540.75
7/25/96	149,090.00	27.6963	4,129,248.50
8/08/96	299,258.89	17.9369	5,367,792.11
8/14/96	7,000.00	33.7500	236,670.00
8/20/96	12,000.00	34.3710	413,172.00
10/18/96	74,000.00	39.2400	2,908,200.00
11/05/96	8,000.00	24.8750	199,480.00
11/25/96	140,000.00	25.9070	3,635,380.00
02/12/97	34,000.00	23.8480	812,872.00
02/14/97	35,000.00	24.1610	847,735.00
02/24/97	34,000.00	23.7580	809,812.00
10/28/97	22,200.00	27.5000	611,610.00
10/29/97	59,500.00	29.0435	1,731,063.25
11/13/97	107,300.00	27.2315	2,927,304.95
11/20/97	11,300.00	29.0241	328,085.33
11/21/97	3,500.00	29.1966	102,223.10
12/01/97	7,500.00	29.7369	223,139.25

12/09/97	7,000.00	31.8190	222,908.00
12/17/97	198,000.00	32.3540	6,418,130.40
12/18/97	1,311,131.36	32.1250	42,120,094.92
01/29/98	3,300.00	33.4093	110,316.69
02/23/98	3,800.00	37.5120	142,602.60
03/05/98	12,000.00	37.7905	454,206.00
03/16/98	98,000.00	40.2409	3,949,488.20
04/09/98	127,000.00	37.4309	4,761,344.30
04/13/98	37,200.00	36.9232	1,375,403.04
04/20/98	28,000.00	23.5000	659,680.00
04/20/98	42,800.00	23.0000	986,968.00
05/29/98	28,600.00	21.6713	621,515.18
05/29/98	135,500.00	21.7590	2,949,699.50
05/29/98	138,500.00	21.3750	2,960,437.50
05/29/98	171,500.00	21.6006	3,714,792.90
06/30/98	58,000.00	20.9057	1,216,010.60

NEW YORK STATE COMMON RETIREMENT FUND :
(Amounts in Bold Represent HFS Exchange)

NYSCRF ACCOUNT 1

Date	Shares	Price	Amount in \$
01/07/97	29,000.00	24.1725	701,002.50
03/03/97	5,600.00	23.83	133,448.00
09/02/97	13,000.00	24.2475	315,217.50
09/02/97	13,100.00	24.3725	319,279.75
04/22/98	10,975.00	23.2474	255,141.31

NYSCRF ACCOUNT 2

Date	Shares	Price	Amount in \$
05/20/97	16,000.00	23.3	372,800.00
05/21/97	94,000.00	24.6298	2,315,201.20
06/06/97	100,000.00	22.675	2,267,500.00
06/26/97	50,000.00	26.0495	1,302,475.00
10/22/97	48,000.00	29.6639	1,423,867.20
12/18/97	1,393,882.10	32.1250	44,778,462.46
03/30/98	76,000.00	40.2498	3,058,984.80
06/22/98	134,000.00	20.3802	2,730,946.80

NYSCEF ACCOUNT 3

Date	Shares	Price	Amount in \$
12/18/97	360,465.84	32.1250	11,579,965.11
01/05/98	7,800.00	33.3993	260,514.54
01/06/98	7,800.00	32.7543	255,483.54
01/26/98	10,000.00	34.1915	341,915.00
01/27/98	16,900.00	33.7385	570,180.65
01/28/98	4,500.00	33.4814	150,666.30
01/28/98	1,500.00	33.685	50,527.50
01/28/98	2,700.00	33.685	90,949.50
01/29/98	25,500.00	33.5416	855,310.80
01/30/98	4,100.00	33.935	139,133.50
02/02/98	3,100.00	34.4975	106,942.25
02/05/98	1,600.00	35.9173	57,467.68
03/26/98	8,900.00	40.2491	358,216.99
03/27/98	17,000.00	39.8286	677,086.20
03/30/98	7,500.00	39.4192	295,644.00
03/31/98	8,900.00	39.8554	354,713.06
04/15/98	7,500.00	35.9214	269,410.50

NYSCRF ACCOUNT 4

Date	Shares	Price	Amount in \$
11/16/95	20,000.00	37.117	742,340.00
11/17/95	25,000.00	36.977	924,425.00
11/20/95	4,000.00	36.292	145,168.00
11/21/95	16,000.00	35.549	568,784.00
12/22/95	35,000.00	32.181	1,126,335.00
12/27/95	10,000.00	33.354	333,540.00
12/28/95	5,000.00	33.996	169,980.00
12/29/95	8,000.00	33.966	271,728.00
01/03/96	17,000.00	34.203	581,451.00
01/11/96	10,000.00	32.435	324,350.00
02/08/96	10,000.00	37.662	376,620.00

NYSCRF ACCOUNT 5

Date	Shares	Price	Amount in \$
07/06/95	6,500.00	31.194	202,761.00
01/16/98	7,800.00	34.02	265,356.00
03/27/98	5,900.00	39.9241	235,552.19
03/27/98	3,700.00	40.145	148,536.50
03/30/98	50,000.00	39.4263	1,971,315.00
03/31/98	13,700.00	39.905	546,698.50
04/01/98	900.00	39.4575	35,511.75

NYSCRF ACCOUNT 6

Date	Shares	Price	Amount in \$
02/13/98	4,700.00	36.5038	171,567.86
02/27/98	5,900.00	37.5375	221,471.25

NYSCRF ACCOUNT 7

Date	Shares	Price	Amount in \$
08/25/98	126,700.00	15.8225	2,004,710.75

NYSCRF ACCOUNT 8

Date	Shares	Price	Amount in \$
07/01/98	208,165.00	20.5	4,267,382.50
07/01/98	104,700.00	21.5236	2,253,520.92
07/14/98	12,600.00	15.1477	190,861.02
07/14/98	5,500.00	15.9975	87,986.25
07/14/98	3,800.00	14.9171	56,684.98
07/16/98	20,400.00	14.9743	305,475.72
08/11/98	16,500.00	14.06	231,990.00

NYSCRF ACCOUNT 9

Date	Shares	Price	Amount in \$
07/14/98	99,000.00	16.4925	1,632,757.50
07/14/98	312,100.00	16.9675	5,295,556.75
07/14/98	103,900.00	16.6635	1,731,337.65

NYSCRF ACCOUNT 10

Date	Shares	Price	Amount in \$
09/08/95	1,700.00	33.3	56,610.00

NYSCRF ACCOUNT 11

Date	Shares	Price	Amount in \$
06/16/95	600.00	39.435	23,661.00
09/14/95	2,600.00	33.435	86,931.00

NEW YORK CITY PENSION FUNDS:**BOARD OF EDUCATION RETIREMENT SYSTEM****(Amounts in Bold Represent HFS Exchange)****BERS ACCOUNT 1**

Date	Shares	Price	Amount in \$
10/02/95	300.00	35.5000	10,656.00
12/14/95	400.00	32.5100	13,012.00
02/12/97	1,000.00	23.6250	23,645.00
05/07/97	400.00	23.9375	9,583.00
05/30/97	900.00	22.7500	20,529.00
06/30/97	600.00	25.7050	15,430.20
06/30/97	3,600.00	25.8125	92,925.00
12/18/97	23,838.75	32.1250	20,475.00
03/06/98	1,200.00	38.4271	15,423.00
05/15/98	600.00	24.4375	92,925.00
06/30/98	400.00	20.8750	765,819.84

BERS ACCOUNT 2

Date	Shares	Price	Amount in \$
10/24/96	200.00	25.9411	5,196.22
10/31/96	2,800.00	24.5937	68,974.36
10/31/96	1,800.00	24.5000	44,190.00
11/25/96	2,500.00	25.9931	64,282.75
12/18/97	13,217.05	32.1250	424,597.73
12/19/97	100.00	32.0590	3,205.90

BERS ACCOUNT 3

Date	Shares	Price	Amount in \$
11/06/95	2,100.00	37.0000	77,826.00
12/12/95	2,000.00	32.1250	64,370.00
02/21/96	1,400.00	31.7080	44,475.20
02/23/96	4,000.00	32.8750	131,700.00
03/29/96	2,300.00	29.0000	66,815.00
04/01/96	1,700.00	29.1250	49,614.50
09/05/96	2,400.00	34.4830	82,879.20
05/30/97	900.00	22.7500	20,529.00
06/04/97	3,300.00	22.2400	73,557.00
06/09/97	3,000.00	23.5000	70,650.00
06/10/97	3,200.00	24.0440	77,100.80
09/03/97	5,600.00	25.1154	140,702.24
09/04/97	1,600.00	26.1025	41,780.00
09/04/97	900.00	26.5500	23,904.00
09/10/97	1,900.00	28.3088	53,805.72
09/11/97	5,000.00	27.9775	139,937.50
09/22/97	5,000.00	30.6700	153,650.00
11/26/97	2,900.00	28.6830	83,355.57
11/28/97	1,500.00	28.8570	43,376.25
03/23/98	4,000.00	39.6875	158,750.00
04/17/98	1,400.00	20.9860	29,380.40
04/20/98	6,000.00	23.4910	140,946.00

TEACHERS' RETIREMENT SYSTEM
(Amounts in Bold Represent HFS Exchange)

Date	Shares	Price	Amount in \$
01/19/96	15,400.00	34.1875	526,795.50
01/23/96	3,900.00	33.8750	132,151.50
01/23/96	900.00	34.2500	30,843.00
08/22/96	3,000.00	33.6250	100,905.00
09/25/96	14,600.00	38.1250	556,771.00
09/26/96	7,200.00	39.6250	285,516.00
10/22/96	11,000.00	25.7466	283,432.60
01/13/97	24,800.00	26.5721	659,484.08
01/14/97	5,800.00	26.6250	154,483.00
06/30/97	12,200.00	25.7050	313,747.00
06/30/97	70,100.00	25.8125	1,809,456.25
12/18/97	461,154.89	32.1250	14,814,600.84
02/25/98	46,900.00	37.6875	1,767,543.75
05/26/98	10,800.00	22.2813	240,638.04
05/27/98	4,000.00	21.6250	86,500.00

NEW YORK CITY EMPLOYEES' RETIREMENT SYSTEM
(Amounts in Bold Represent HFS Exchange)

NYCERS ACCOUNT 1

Date	Shares	Price	Amount in \$
01/10/97	32,400.00	25.9329	841,197.96
06/30/97	14,800.00	25.7050	380,611.60
06/30/97	84,900.00	25.8125	2,191,481.25
12/18/97	136,736.39	32.1250	4,392,656.53
02/25/98	59,300.00	37.6875	2,234,868.75

NYCERS ACCOUNT 2

Date	Shares	Price	Amount in \$
10/23/96	3,700.00	25.6861	95,186.57
10/24/96	3,600.00	25.9411	93,531.96
10/31/96	29,200.00	24.5937	719,304.94
10/31/96	12,200.00	24.5000	299,510.00
11/25/96	25,400.00	25.6631	653,112.74
12/18/97	720,509.46	32.1250	23,146,366.40

NYCERS ACCOUNT 4

Date	Shares	Price	Amount in \$
01/10/96	13,500.00	21.5146	290,446.86
03/01/96	32,000.00	32.0480	1,025,536.00
06/24/96	7,700.00	37.1610	286,139.70
06/25/96	2,500.00	36.9000	92,250.00
07/02/96	3,700.00	35.5600	135,272.00
07/09/96	9,000.00	25.1350	316,215.00
07/10/96	6,100.00	34.8300	212,463.00
03/14/97	11,600.00	25.8870	300,289.20
03/17/97	4,000.00	26.1260	104,504.00
03/18/97	4,900.00	25.6080	125,479.20
05/21/97	10,100.00	24.6470	218,934.70
05/22/97	6,600.00	23.9570	158,116.20
09/15/97	13,200.00	29.1628	385,740.96
09/16/97	10,000.00	20.3058	293,658.00
11/19/97	27,200.00	28.3674	773,225.28
11/20/97	20,200.00	28.7901	582,772.02

NYCERS ACCOUNT 3

Date	Shares	Price	Amount in \$
04/02/97	1,500.00	22.8750	34,402.50
04/02/97	44,300.00	22.8940	1,016,862.20
04/15/97	47,800.00	22.3170	1,069,142.60
05/12/97	200.00	24.3750	4,885.00
02/20/98	11,000.00	36.8364	405,200.40
02/24/98	8,600.00	36.9967	318,171.62
02/24/98	300.00	37.0000	11,100.00
02/27/98	2,900.00	37.5000	108,750.00
03/02/98	5,800.00	37.4750	217,355.00
03/05/98	6,600.00	37.6331	248,378.46
03/06/98	3,200.00	38.2560	122,419.20
04/02/98	9,100.00	39.3613	358,187.83
04/03/98	7,300.00	40.7123	297,199.79
04/06/98	12,700.00	41.4099	525,905.73
04/07/98	7,900.00	40.4368	319,450.72
04/09/98	10,100.00	37.1361	375,074.61
04/16/98	41,800.00	18.7500	783,750.00

NYCERS ACCOUNT 5

Date	Shares	Price	Amount in \$
02/05/97	11,400.00	24.5480	280,417.20
05/20/97	2,000.00	23.8005	47,701.00
05/30/97	6,400.00	22.9280	147,059.20
01/15/98	8,120.00	33.7660	274,179.92
01/16/98	2,800.00	34.0766	95,414.48
01/21/98	1,030.00	34.1255	35,149.27
01/23/98	2,900.00	35.6941	103,512.89
01/27/98	5,440.00	33.2488	180,873.47
01/28/98	930.00	33.0008	30,690.74
01/29/98	1,740.00	33.1609	57,699.97
01/30/98	4,300.00	34.0000	146,200.00
04/09/98	1,970.00	37.1840	73,252.48

NYCERS ACCOUNT 6

Date	Shares	Price	Amount in \$
11/06/95	3,400.00	37.0000	126,004.00
12/12/95	4,000.00	32.1250	128,740.00
02/21/96	2,400.00	31.7080	76,243.20
02/23/96	5,900.00	32.8750	194,257.50
03/29/96	3,700.00	29.0000	107,485.00
04/01/96	3,000.00	29.1250	87,555.00
09/05/96	4,600.00	34.4830	158,851.80
05/30/97	1,500.00	22.7500	34,215.00
06/04/97	5,400.00	22.2400	120,366.00
06/09/97	4,900.00	23.5000	115,395.00
06/10/97	5,400.00	24.0440	130,107.60
09/03/97	9,200.00	25.0754	231,153.68
09/04/97	2,700.00	26.0625	70,503.75
09/10/97	3,100.00	28.2590	87,788.28
09/11/97	8,300.00	27.9375	232,296.25
09/22/97	8,500.00	30.6700	261,205.00
11/26/97	2,600.00	28.6830	132,219.18
11/28/97	2,500.00	28.8570	72,293.75
03/28/98	6,000.00	39.6870	238,122.00
04/17/98	3,000.00	20.9860	62,958.00
04/20/98	10,000.00	23.4910	234,910.00

POLICE DEPARTMENT PENSION FUND
(Amounts in Bold Represent HFS Exchange)

PDPF ACCOUNT 1

Date	Shares	Price	Amount in \$
09/29/95	4,000.00	34.8750	139,500.00
10/31/95	5,000.00	34.6250	173,125.00
11/30/95	5,500.00	38.0000	209,000.00
12/29/95	2,500.00	34.1250	85,312.50
09/05/96	10,300.00	34.6250	356,946.50
01/13/97	8,300.00	26.5715	220,709.45
12/18/97	228,794.94	32.1250	7,350,037.45
03/26/98	17,400.00	40.2631	700,577.94
06/30/98	700.00	20.8750	14,612.50

PDPF ACCOUNT 2

Date	Shares	Price	Amount in \$
10/23/96	2,800.00	25.6861	72,033.08
10/24/96	2,800.00	25.9411	72,747.08
10/31/96	22,500.00	24.5937	554,258.25
10/31/96	9,400.00	24.5000	230,770.00
11/25/96	19,400.00	25.6631	498,834.14
12/18/97	105,255.78	32.1250	3,381,341.93

PDPF ACCOUNT 3

Date	Shares	Price	Amount in \$
04/02/97	2,200.00	22.8750	50,457.00
04/02/97	64,700.00	22.8940	1,485,123.80
04/15/97	69,700.00	22.3170	1,558,979.90
05/12/97	500.00	24.3750	12,212.50
02/20/98	16,100.00	36.8364	593,066.04
02/24/98	12,500.00	36.9967	462,458.75
03/02/98	700.00	37.1250	25,987.50
03/02/98	8,600.00	37.4750	322,285.00
03/04/98	4,200.00	37.5000	157,500.00
03/05/98	9,600.00	37.6331	361,277.76
03/06/98	4,600.00	38.2560	175,977.60
04/02/98	13,200.00	39.3613	519,569.16
04/03/98	107,000.00	40.7123	4,356,216.10
04/06/98	18,600.00	41.4099	770,224.14
04/07/98	11,600.00	40.4368	469,066.88
04/09/98	14,700.00	37.1361	545,900.67
04/16/98	61,000.00	18.7500	1,143,750.00

PDPF ACCOUNT 4

Date	Shares	Price	Amount in \$
01/04/96	15,300.00	21.5196	329,249.46
01/15/96	17,000.00	32.4820	553,214.00
01/18/96	55,000.00	34.2960	1,886,280.00
05/01/96	2,500.00	34.1850	85,462.50
06/21/96	7,400.00	37.0670	274,295.80
06/24/96	21,700.00	37.1610	806,393.70
06/25/96	7,100.00	36.9000	261,990.00
07/09/96	13,700.00	35.1350	481,349.50
07/10/96	9,300.00	34.8300	323,919.00
03/14/97	17,200.00	25.8270	445,256.40
03/17/97	6,000.00	26.0660	156,756.00
03/18/97	7,200.00	25.5480	184,377.60
05/21/97	14,800.00	24.5870	364,775.60
05/22/97	9,700.00	23.8970	232,382.90
09/15/97	19,500.00	29.1628	569,844.60
09/16/97	14,600.00	29.3058	428,740.68
11/19/97	39,900.00	28.3674	1,134,253.26
11/20/97	29,700.00	28.7901	856,847.97

POLICE OFFICERS' VARIABLE SUPPLEMENTS FUND
(Amounts in Bold Represent HFS Exchange)

Date	Shares	Price	Amount in \$
12/26/95	1,900.00	33.0000	33,656.37
09/04/96	400.00	34.6250	13,862.00
10/31/96	1,100.00	24.2500	26,686.00
06/30/97	400.00	25.7050	10,286.80
06/30/97	2,600.00	25.8125	67,112.50
12/18/97	21,904.26	32.1250	703,674.35
03/04/98	3,100.00	37.2812	115,571.72
05/15/98	400.00	23.5060	9,402.40
05/15/98	600.00	24.4375	14,662.50
06/30/98	1,800.00	20.8750	37,575.00

POLICE SUPERIOR OFFICERS' VARIABLE SUPPLEMENTS FUND
(Amounts in Bold Represent HFS Exchange)

Date	Shares	Price	Amount in \$
12/26/95	2,000.00	33.0000	66,000.00
11/12/96	700.00	26.2500	18,389.00
12/16/96	8,500.00	22.7500	193,375.00
06/18/97	1,300.00	26.4375	34,368.75
06/30/97	600.00	25.7050	15,430.20
06/30/97	3,700.00	25.8125	95,506.25
12/18/97	26,061.62	32.1250	837,229.54

FIRE DEPARTMENT PENSION FUND
(Amounts in Bold Represent HFS Exchange)

FDPF ACCOUNT 1

Date	Shares	Price	Amount in \$
07/21/95	400.00	29.0625	11,633.00
12/22/95	1,700.00	32.2500	54,876.00
09/04/96	700.00	34.6250	24,258.50
10/22/96	2,200.00	25.7500	56,716.00
01/16/97	6,400.00	26.1250	167,200.00
06/30/97	1,100.00	25.7050	28,288.70
06/30/97	6,000.00	25.8125	154,875.00
12/18/97	57,578.28	32.1250	1,849,702.25

FDPF ACCOUNT 2

Date	Shares	Price	Amount in \$
10/23/96	1,500.00	25.6861	38,589.15
10/24/96	1,500.00	25.9411	38,971.65
10/31/96	11,400.00	24.5937	280,824.18
11/25/96	9,900.00	25.6631	254,559.69
12/18/97	53,589.13	32.1250	1,721,550.80

FDPF ACCOUNT 3

Date	Shares	Price	Amount in \$
04/02/97	1,300.00	22.8750	29,815.50
04/02/97	40,400.00	22.8940	927,341.60
04/15/97	43,400.00	22.3170	970,127.80
05/12/97	300.00	24.3750	7,327.50
02/20/98	10,100.00	36.8364	372,047.64
02/24/98	7,800.00	36.9967	288,574.26
02/24/98	300.00	37.0000	11,100.00
02/27/98	2,600.00	37.5000	97,500.00
03/02/98	5,300.00	37.4750	198,617.50
03/02/98	400.00	37.1250	14,850.00
03/05/98	6,000.00	37.6331	225,798.60
03/06/98	2,900.00	38.2560	110,942.40
03/30/98	8,300.00	39.3613	326,698.79
04/03/98	6,600.00	40.7123	268,701.18
04/06/98	11,600.00	41.4099	480,354.84
04/07/98	7,200.00	40.4368	291,144.96
04/09/98	9,200.00	37.1361	341,652.12
04/16/98	1,500.00	18.7500	28,125.00

FDPF ACCOUNT 4

Date	Shares	Price	Amount in \$
01/04/96	11,600.00	21.5215	249,649.44
02/22/96	41,000.00	32.9350	1,350,335.00
06/21/96	4,500.00	37.0670	166,801.50
06/24/96	13,200.00	37.1610	490,525.20
06/25/96	4,300.00	36.9000	158,670.00
07/02/96	2,100.00	36.5600	76,776.00
07/09/96	8,300.00	35.1350	291,620.50
07/10/96	5,600.00	34.8300	195,048.00
03/14/97	10,500.00	25.3870	271,813.50
03/17/97	3,600.00	26.1260	94,053.60
03/18/97	4,400.00	25.6080	112,675.20
05/21/97	9,100.00	24.5870	224,287.70
05/22/97	6,000.00	23.8970	143,742.00
09/15/97	12,000.00	29.1628	350,673.60
09/16/97	9,100.00	29.3058	267,228.78
11/19/97	24,800.00	28.3674	704,999.52
11/20/97	18,400.00	28.7901	530,841.84

FIREFIGHTERS' VARIABLE SUPPLEMENTS FUND

(Amounts in Bold Represent HFS Exchange)

FFVSF ACCOUNT 1

Date	Shares	Price	Amount in \$
12/26/95	600.00	33.0000	19,800.00
11/06/96	200.00	25.8750	5,181.00
04/07/97	300.00	23.2500	6,984.00
06/30/97	200.00	25.7050	5,143.40
06/30/97	1,300.00	25.8125	33,556.25
12/18/97	8,343.56	32.1250	268,036.87
02/11/98	100.00	35.9375	3,593.75
06/30/98	500.00	20.8750	10,437.50

FFVSF ACCOUNT 2

Date	Shares	Price	Amount in \$
12/18/97	30,519.37	32.1250	980,434.76

FIRE OFFICERS' VARIABLE SUPPLEMENTS FUND

(Amounts in Bold Represent HFS Exchange)

Date	Shares	Price	Amount in \$
12/26/95	1,000.00	33.0000	33,000.00
08/14/96	900.00	33.7500	30,393.00
12/20/96	2,700.00	24.5000	66,150.00
12/18/97	7,449.61	32.1250	239,318.72
04/20/98	19,800.00	23.5000	11,750.00

Schedule B

**OTHER PLAINTIFFS'
PENDANT PURCHASES**

Plaintiff	Purchase Date	Shares Purchased	Purchase Price	Stock/ Options
Stephen H. and Donna J. Goldstein	3/4/98	200	37 3/8	Common
Reeves C. Miller	12/22/97	100	32 1/4	Common
Stanley Albert	4/14/98	1,000	36 11/16	Common
Sondra Dick	2/6/98 2/23/98	100 100	35 7/8 37 15/16	Common Common
Mead Ann Krim	12/18/97	504	57 5/16 57 11/16	Common
Joseph Coca	9/17/97 9/22/97	200 100	29 3/8 30 11/16	Common
Kevin I. Mailing	12/18/97	240	32 1/8	Common
Walter E. Bateman	12/18/97	480	32 1/8	Common
Hamid Chalhoub	3/13/98	100	41 5/8	Common
Murali Mogasala	3/18/98	215	41 1/4	Common
Laurence S. Rollin	1/22/98 4/14/98	40 options 40 options	2 3/8 2 1/4	Options Options
Brian Sutherland	4/14/98	2,000	37	Common
Lola A. Willis	1/16/98	193.4037	33 61/64	Common
Andrew J. Kiehle	1/22/98	57	34 1/2	Common
Thomas P. Kelpinski	4/8/98 4/9/98	500 500	39 1/4 37 1/2	Common
Richard Ross	2/12/98	200	35 11/16	Common
Susan M. Bennett	12/22/97	24	32 1/4	Common
Alan E. Casnoff	4/20/98	300	23 9/16	Common

Plaintiff	Purchase Date	Shares Purchased	Purchase Price	Stock/Options
Siu Ping Wong	12/18/97	720	32 1/8	Common
Abe Yoskowitz	10/31/97	100	28 3/6	Common
Dr. Lisa Lewis	7/10/98	75	22 1/16	Common
Thomas S. Rosen	4/2/98	750	40 3/8	Common
State of CT Retirement Plans and Trust Funds	7/9/97	10,400	24.68	Common
	12/18/97	80,263.54	32.75	Common
Lester A. Goldstein	4/15/98	150	36 13/16	Common
Team Concept's Personnel Inc.	7/16/96	240	32 1/8	Common
Howard Horowitz	1/5/98	20 contracts	5,092.63	Options
	3/13/98	10 contracts	6,289.82	Options
Starwood Associates Inc.	12/18/97	201	32 1/8	Common
Nixon Lumber Profit Sharing Plan - (David & Douglas Nixon - Trustees)	12/18/97	961	32 1/8	Common
Kenneth and Becky J. Ermer	12/18/97	91	32 1/8	Common
Larry & Kathleen Forman	9/3/97	400	25 1/8	Common
Anthony Warlikowski	4/14/98	1,000	37	Common
Lester A. Goldstein	4/15/98	150	36 13/16	Common
Vince Paschke	12/18/97	240	32 1/8	Common
Elliot Walsey	6/17/97	400	26 1/2	Common
Direct Marketing Day	7/31/97	90	24 17/32	Common
	2/20/97	20	23 1/2	Common
	3/14/97	55	25 3/4	Common
Laurence Sanoff	3/20/98	50 call options	(1.50) 7,803.85	Options

Plaintiff	Purchase Date	Shares Purchased	Purchase Price	Stock/ Options
Jill Loesberg	4/16/98	1,000	36 15/16	Common
Robert Lustig	10/28/97	200	27 1/4	Common
	4/16/98	100	19 1/2	Common
Murray Zilbering	4/15/98	200	36 7/8	Common
Thomas M. Malloy	12/18/97	108	32 1/8	Common
Dr. Leonard B. Zaslow	3/18/98	1,000	40 1/4	Common
Rhonda Leiman Cowan	4/9/98	150	37 1/4	Common
	4/22/98	300	19 9/16	Common
Palmer Family Revocable Living Trust	4/2/98	425	40 1/2	Common
Norma Klein Revocable Trust	10/20/97	850	28 11/16	Common
Patrick J. Sherlock and Julie A. Sherlock	2/6/98	100	36 5/16	Common
Ronald E. Tarrson	5/22/97	400	24 3/4	Common
	5/28/97	400	24	Common
Alfred Wise	2/4/98	500	37 5/32	Common
Ann Mark	12/18/97	240	32 1/8	Common
	4/20/98	100	23 5/8	Common
	5/19/98	100	22 7/8	Common
	8/11/98	200	14 1/8	Common
Hotel Trades Council and Hotel Association of New York City, Inc. Pension Fund	3/31/98	3,400	40	Common
Minas Tapanian	4/1/98	200	39 13/16	Common
Andrew Kammerer	10/7/97	100	29.563	Common
Jeffrey Mandell	12/17/97	200	31 7/8	Common
Drucilla Robb	12/18/97	240	32 1/8	Common

Plaintiff	Purchase Date	Shares Purchased	Purchase Price	Stock/ Options
En Passant Ltd.		200 contracts (April 37 1/2)	49 1/4	Options
		800 contracts (April 40)	87 3/16	Options
		400 contracts (April 42 1/2)	57 1/4	Options
William Curran	4/30/98	1,000	25.1875	Common
Joanne A. Aboff Family Trust	12/18/97	1,922	32 1/8	Common
	3/20/98	163	39 13/16	Common
Jim Perkins	10/1/97	12,700	31.4375	Common
	12/15/97	9,180	30.6875	Common
	12/22/97	14,300	32.625	Common
	1/23/98	8,450	35.8125	Common
	2/5/98	4,600	36.4375	Common
	2/5/98	2,800	36.6875	Common
	2/9/98	3,000	36.375	Common
Panorama Partners	1/30/98	2,500	34	Common
	2/12/98	2,000	36 1/2	Common
	3/6/98	1,500	38 13/16	Common
	3/20/98	1,500	39 7/8	Common
	4/9/98	2,000	39 1/8	Common
Nasser Kameli	1/9/98	5 contracts (May 35)	2 5/8	Options
	1/27/98	20 contracts (May 35)	2 1/8	Options
	1/28/98	20 contracts (May 35)	2	Options
	1/28/95	20 contracts (May 35)	2	Options
	1/28/98	16 contracts (May 35)	1 1/4	Options

Plaintiff	Purchase Date	Shares Purchased	Purchase Price	Stock/Options
Nasser Kameli (continued)	1/28/98	40 contracts (May 35)	1 3/16	Options
	1/29/98	20 contracts (May 35)	2	Options
	1/29/98	40 contracts (May 35)	1 3/16	Options
	1/29/98	20 contracts (May 35)	1 1/8	Options
	2/18/98	30 contracts (August 37 1/2)	3 5/8	Options
	2/18/98	50 contracts (August 40)	2 1/2	Options
	2/18/98	20 contracts (August 35)	4 3/4	Options
	3/23/98	30 contracts (August 45)	1 13/16	Options
	4/9/98	45 contracts (August 45)	7/8	Options
	4/13/98	15 contracts (August 40)	2 1/4	Options
	4/13/98	30 contracts (August 45)	13/16	Options
Roger Weber	3/3/97	500	23 3/4	Common
	2/2/98	1,600	34 25/64	Common
	2/19/98	500	36 1/4	Common
	2/23/98	1,000	37 3/4	Common
	2/24/98	4,500	37 1/4	Common
	4/9/98	1,000	38 25/32	Common
Steven Weber	2/2/98	18,000	34 27/64	Common
	2/5/98	5,000	36 7/16	Common
	2/19/98	4,500	36 5/16	Common
	2/20/98	5,000	35 11/16	Common
	2/23/98	3,000	37 1/8	Common
	2/23/98	9,000	37 13/16	Common
	2/24/98	500	37 5/16	Common
	4/9/98	9,000	38 27/32	Common

Plaintiff	Purchase Date	Shares Purchased	Purchase Price	Stock/ Options
Gary Dennison, D.D.S., Trustee for Maud & Dennison DDS Retirement Trust	6/25/97	1,000	24 5/8	Common
Patrick Hagen	7/29/98	1,000	18 3/8	Common
Edward R. O'Brien	5/22/98	520	22 3/16	Common
Jeffrey Adams	6/19/98	1,200	19 11/16	Common
Direct Marketing Day In New York, Inc.	7/31/97	90	24 9/16	Common
Stanley M. Klein	5/13/98	1,200	24 9/16	Common
James R. Lawson	12/18/97	19,575	32	Common
Jeff Mathis	6/3/98	10,000	21 7/16	Common
	6/12/98	5,000	20 1/8	Common
	6/25/98	5,000	21 3/8	Common
	6/26/98	5,000	21 3/8	Common
	7/13/98	2,500	19 3/8	Common
	7/13/98	2,500	18	Common
	7/14/98	5,000	15 5/16	Common